UNITED STATES DISTRICT COURT SOUTHERN DISTRICT OF NEW YORK

ARISTA RECORDS LLC; ATLANTIC RECORDING CORPORATION; ARISTA MUSIC, fka BMG MUSIC; CAPITOL

RECORDS, INC.; ELEKTRA ENTERTAINMENT GROUP INC.; INTERSCOPE RECORDS; LAFACE

RECORDS LLC; MOTOWN RECORD COMPANY, L.P.; PRIORITY RECORDS LLC; SONY MUSIC ENTERTAINMENT, fka SONY

BMG MUSIC ENTERTAINMENT; UMG RECORDINGS, INC.; VIRGIN RECORDS AMERICA, INC.; and WARNER BROS.

RECORDS INC.,

Plaintiffs,

v.

LIME GROUP LLC; LIME WIRE LLC; MARK GORTON; GREG BILDSON; and M.J.G. LIME WIRE FAMILY LIMITED PARTNERSHIP,

Defendants.

ECF Case

06 CV 5936 (KMW)

DEFENDANTS' AMENDED NOTICE OF MOTION AND MOTION TO FILE CONFIDENTIAL MATERIAL UNDER SEAL

WILLKIE FARR & GALLAGHER LLP

787 Seventh Avenue New York, NY 10019 Phone: (212) 728-8000

Attorneys for Defendants

NOTICE TO THE COURT, PLAINTIFFS AND THEIR COUNSEL OF RECORD:

On motion of the parties, the Court entered an Amended Stipulation and Protective Order on January 6, 2011 (the "Amended Protective Order"), a copy of which is on file with the Court (Docket No. 400). Information produced by a party may be designated under the terms of the Protective Order if it believes in good faith that it reflects proprietary information which is not generally known, or if the party has a good faith belief that such materials are particularly sensitive. (*See* Protective Order ¶ 1.) Paragraph 15 of the Protective Order requires a party submitting Confidential, Confidential-Attorney's Eyes Only, or Restricted Confidential- Outside Attorneys' Eyes Only material to the Court to file such material under seal to protect it from disclosure.

Pursuant to the Amended Protective Order, Defendants Lime Group LLC, Lime Wire LLC, Mark Gorton, and M.J.G. Lime Wire Family Limited Partnership (collectively, "Defendants") hereby move this Court to place under seal, until further order of this Court, the following document:

- Defendants' Memorandum of Law in Opposition to Plaintiffs' Motion to Preclude Certain Purported Expert Testimony by Emin Gün Sirer (unredacted version); and
- Declaration of Amina Jafri in Support of Defendants' Memorandum of Law in Opposition to Plaintiffs' Motion to Preclude Certain Purported Expert Testimony by Emin Gün Sirer and Exhibits 1-3; 5-7 attached thereto.

This document contains material that has been designated by Plaintiffs,

Defendants, or a third party as Confidential, Restricted Confidential- Attorney's Eyes Only, or

Restricted Confidential - Outside Attorney's Eyes Only under the Amended Protective Order and/or its predecessor.

Accordingly, Defendants respectfully request that the above-listed document be

maintained under seal until further order of this Court.

Dated: March 10, 2011

Respectfully Submitted,

WILLKIE FARR & GALLAGHER LLP

/s/ Thomas J. Meloro

Thomas J. Meloro (tmeloro@willkie.com)
Tariq Mundiya (tmundiya@willkie.com)
Joseph T. Baio (jbaio@willkie.com)
Amina Jafri (ajafri@willkie.com)
Fara Sunderji (fsunderji@willkie.com)
787 Seventh Avenue
New York, New York 10019
Phone: (212) 728-8000

Phone: (212) 728-800 Fax: (212) 728-8111

Attorneys for Lime Group LLC, Lime Wire LLC, Mark Gorton, and M.J.G. Lime Wire Family Limited Partnership

To:

Glenn D. Pomerantz Munger, Tolles & Olson LLP 355 South Grande Avenue, 35th Floor Los Angeles, CA 90071